

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

**IN RE THALOMID AND REVLIMID  
ANTITRUST LITIGATION**

**Civ. No. 14-6997 (MCA) (MAH)**

**FINAL JUDGMENT**

Plaintiffs International Union of Bricklayers and Allied Craft Workers Local 1 Health Fund, the City of Providence, International Union of Operating Engineers Local 39 Health and Welfare Trust Fund, The Detectives' Endowment Association, New England Carpenters Health Benefits Fund, and David Mitchell, on behalf of themselves and the Settlement Class (collectively, "Plaintiffs") and Defendant Celgene Corporation ("Celgene") entered into a Settlement Agreement to fully and finally resolve the Plaintiffs' claims against Celgene as filed with the Court on April 3, 2020 (ECF No. 312-3). On October 2, 2020, the Court entered an Order granting final approval of the Settlement between Plaintiffs and Celgene (ECF No. 325).

**IT IS THEREFORE HEREBY ADJUDGED AND DECREED:**

1. Pursuant to the Court's Order dated October 2, 2020, the requirements of Rule 23 of the Federal Rules of Civil Procedure for the purpose of settlement are satisfied, and the following Settlement Class was certified:

All persons or entities who purchased and/or paid for some or all of the purchase price of Thalomid or Revlimid in any form, before the preliminary approval date (May 20, 2020), in California, the District of Columbia, Florida, Kansas, Maine, Massachusetts, Michigan, Nebraska, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, or Tennessee, for consumption by themselves, their families, or their members, employees, insureds, participants, or beneficiaries, but excluding the following:

- a. Celgene and its officers, directors, management, employees, subsidiaries, parents, or affiliates;
- b. All federal or state governmental entities, except cities, towns, or municipalities with self-funded prescription drug plans;
- c. All persons or entities who only purchased Revlimid or Thalomid for purposes of resale directly from Celgene or its affiliates;
- d. The entities listed on Attachment A to the Settlement Agreement (ECF No. 312-3 at 18-22);
- e. Fully insured health plans;
- f. Stop-loss insurers; and
- g. The judges in this case and any members of their immediate families.

2. The excluded entities identified in Attachment A to the Settlement Agreement and the only entities to have timely and validly requested exclusion from the Settlement Class are listed in Exhibit 1, which is attached hereto and incorporated by reference herein. All entities listed in Exhibit 1 are hereby excluded from the Settlement Class, are not bound by this Final Judgment, and may not make any claim

or receive any benefit from the Settlement, whether monetary or otherwise. No further exclusion requests shall be permitted by the Court.

3. Upon the occurrence of the Effective Date<sup>1</sup> and in consideration of the payment by Celgene of the Settlement Amount, the Releasing Parties shall be deemed to and do hereby completely, finally and forever release, acquit, and discharge the Released Parties from any and all claims, counterclaims, demands, actions, potential actions, suits, and causes of action, losses, obligations, damages, matters and issues of any kind or nature whatsoever, and liabilities of any nature, including without limitation claims for costs, expenses, penalties, and attorneys' fees, whether class, individual, or otherwise, that the Releasing Parties, or any of them, ever had or now has directly, representatively, derivatively or in any other capacity against any of the Released Parties, whether known or unknown, suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, accrued or unaccrued, matured or unmatured, disclosed or undisclosed, apparent or unapparent, liquidated or unliquidated, or claims that have been, could have been, or in the future might be asserted in law or equity, on account of or arising out of or resulting from or in any way related to any conduct regardless of where it occurred at any time prior to the Effective Date concerning the purchase, reimbursement for

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<sup>1</sup> The definitions set forth in Section A of the Settlement Agreement, ECF No. 312-3, are incorporated herein.

and/or payment for some or all of the purchase price for Thalomid or Revlimid in any form, including without limitation, claims based in whole or in part on the facts, occurrences, transactions, or other matters alleged in the Action, or otherwise the subject of the Action, which arise under any antitrust, unfair competition, unfair practices, price discrimination, unitary pricing, trade practice, consumer protection, unjust enrichment, civil conspiracy law, or any other law, code, rule, or regulation of any country or jurisdiction worldwide, including under federal or state law, and regardless of the type or amount of damages claimed, from the beginning of time through the Effective Date (the “Released Claims”). However, nothing herein shall release any claims for product liability, breach of warranty, breach of contract, or tort of any kind (other than a breach of contract, breach of warranty or tort based on any factual predicate in this Action), a claim arising out of violation of Uniform Commercial Code, or personal or bodily injury.

4. The Releasing Parties hereby covenant and agree that they shall not, hereafter, sue or otherwise seek to establish liability against any of the Released Parties based, in whole or in part, upon any of the Released Claims.

5. In addition, the Releasing Parties hereby expressly waive and release any and all provisions, rights, and benefits conferred by § 1542 of the California Civil Code, which reads:

**Section 1542. General Release--Claims Extinguished. A general release does not extend to claims that the creditor or releasing party**

**does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.**

or by any law of any state or territory of the United States or other jurisdiction, or principle of common law, which is similar, comparable or equivalent to § 1542 of the California Civil Code. The Releasing Parties may hereafter discover facts other than or different from those which he, she or it knows or believes to be true with respect to the claims which are the subject matter of this Paragraph, but the Releasing Parties hereby expressly waive and fully, finally and forever settle and release any known or unknown, suspected or unsuspected, accrued or unaccrued, contingent or non-contingent claim that would otherwise fall within the definition of Released Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of any such additional or different facts. The parties acknowledge that the foregoing waiver was separately bargained for and is a key and integral element of the Agreement of which the release is a part.

6. Without affecting the finality of this Final Judgment, the Court retains exclusive jurisdiction over the Action and the Settlement Agreement, including the administration, interpretation, consummation, and enforcement of the Settlement Agreement.

7. Therefore, the Court finds that there is no just reason for delay and hereby directs the entry of this Final Judgment of dismissal with prejudice forthwith as to the Released Parties.

**IT IS SO ORDERED this 30 day of October, 2020.**

A handwritten signature in blue ink, appearing to read 'M. Cox', is written over a light blue rectangular background.

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Madeline Cox Arleo, U.S.D.J.

# **EXHIBIT 1**

**ATTACHMENT A ENTITIES (EXCLUDED FROM SETTLEMENT CLASS)**

Accountable Care Options, LLC, c/o MSP Recovery Claims, Series LLC  
Aetna, Inc.  
Aetna, Inc. Self-Funded Groups  
All Savers Insurance Company  
All Savers Life Insurance Company of California  
AmeriChoice of New Jersey, Inc.  
AMERIGROUP Community Care of New Mexico, Inc.  
AMERIGROUP District of Columbia, Inc.  
AMERIGROUP Florida, Inc.  
AMERIGROUP Insurance Company (TX)  
AMERIGROUP Iowa, Inc.  
AMERIGROUP IPA of New York, LLC  
AMERIGROUP Kansas, Inc.  
AMERIGROUP Louisiana, Inc.  
AMERIGROUP Maryland, Inc.  
AMERIGROUP Nevada, Inc.  
AMERIGROUP New Jersey, Inc.  
AMERIGROUP Partnership Plan, LLC  
AMERIGROUP Tennessee, Inc.  
AMERIGROUP Texas, Inc.  
AMERIGROUP Washington, Inc.  
AMGP Georgia Managed Care Company, Inc.  
Anthem Blue Cross Life and Health Insurance Company  
Anthem Health Plans, Inc.  
Anthem Health Plans of Kentucky, Inc.  
Anthem Health Plans of Maine, Inc.  
Anthem Health Plans of New Hampshire, Inc.  
Anthem Health Plans of Virginia, Inc.  
Anthem, Inc.  
Anthem, Inc. Self-Funded Group  
Anthem Insurance Companies, Inc.  
Anthem Kentucky Managed Care Plan, Inc.  
Arizona Physicians IPA, Inc.  
ATH Holding Company, LLC  
AvMed, Inc., c/o MSP Recovery Claims, Series LLC  
Better Health, Inc.  
Blue Cross and Blue Shield Association  
Blue Cross and Blue Shield of Florida, Inc.  
Blue Cross and Blue Shield of Florida, Inc. Self-Funded Groups  
Blue Cross and Blue Shield of Georgia, Inc.  
Blue Cross and Blue Shield of North Carolina  
Blue Cross and Blue Shield of North Carolina Self-Funded Groups  
Blue Cross and Blue Shield of Rhode Island



Blue Cross and Blue Shield of Rhode Island Self-Funded Groups  
Blue Cross and Blue Shield of Vermont  
Blue Cross and Blue Shield of Vermont Self-Funded Groups  
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.  
Blue Cross Blue Shield of Kansas City  
Blue Cross Blue Shield of Kansas City Self-Funded Groups  
Blue Cross Blue Shield of Massachusetts  
Blue Cross Blue Shield of Massachusetts Self-Funded Groups  
Blue Cross Blue Shield of Minnesota  
Blue Cross Blue Shield of Minnesota Self-Funded Groups  
Blue Cross Blue Shield of Tennessee, Inc.  
Blue Cross Blue Shield of Tennessee, Inc. Self-Funded Groups  
Blue Cross Blue Shield of Wisconsin  
Blue Cross of California  
Blue Cross of California Partnership Plan, Inc.  
Blue Shield of California  
Blue Shield of California Self-Funded Groups  
Biocon Limited  
Broward Primary Partners, LLC, c/o MSP Recovery Claims, Series LLC  
CareFirst BlueChoice, Inc.  
CareFirst of Maryland, Inc.  
CareFirst of Maryland, Inc. BlueChoice Self-Funded Groups  
Care Improvement Plus of Texas Insurance Company  
Care Improvement Plus South Central Insurance Company  
Care Improvement Plus Wisconsin Insurance Company  
CareMore Health Plan  
CareMore Health Plan of Nevada  
CareMore, LLC  
Centene Corporation  
CFA, LLC  
Cigna Health and Life Insurance Company  
Cigna Health and Life Insurance Company Self-Funded Groups  
Clinica Las Mercedes, c/o MSP Recovery Claims, Series LLC  
Community Health Providers, Inc., c/o MSP Recovery Claims, Series LLC  
Community Insurance Company  
Compcare Health Services Insurance Corporation  
Dental Benefit Providers of California, Inc.  
Dental Benefit Providers of Illinois, Inc.  
EmblemHealth  
EmblemHealth Self-Funded Groups  
Empire HealthChoice Assurance, Inc.  
Empire HealthChoice HMO, Inc.  
Fallon Community Health Plan, Inc., c/o MSP Recovery Claims, Series LLC  
Family Physicians Group, Inc. d/b/a Family Physicians of Winter Park, Inc., co/o MSP  
Recovery Claims, Series LLC  
Golden Rule Insurance Company

Government Employees Health Association  
Group Health Inc., c/o MSP Recovery Claims, Series LLC  
Group Hospitalization and Medical Services, Inc.  
Harken Health Insurance Company  
Harvard Pilgrim Health Care, Inc.  
Harvard Pilgrim Health Care, Inc. Self-Funded Groups  
Hawaii Medical Service Association  
Hawaii Medical Service Association Self-Funded Groups  
Health Care Advisor Services, Inc., c/o MSP Recovery Claims Series LLC  
Health Care Service Corporation  
Health Care Service Corporation Self-Funded Groups  
Health First Health Plans, Inc., c/o MSP Recovery Claims, Series LLC  
Health Insurance Plan of Greater NY, c/o MSP Recovery Claims, Series LLC  
HealthKeepers, Inc.  
HealthPartners, Inc.  
HealthPartners, Inc. Self-Funded Groups  
Health Plan of Nevada, Inc.  
HealthPlus, LLC  
HealthSun Health Plans, Inc.  
Healthy Alliance Life Insurance Company  
Highmark Blue Cross Blue Shield  
HMO Colorado, Inc.  
HMO Missouri, Inc.  
Horizon Blue Cross Blue Shield of New Jersey  
Humana, Inc.  
Humana, Inc. Self-Funded Groups  
Hygea Health Holdings, Inc., c/o MSP Recovery Claims, Series LLC  
Independent Health  
Interamerican Medical Center Group LLC, c/o MSP Recovery Claims, Series LLC  
MAMSI Life and Health Insurance Company  
Matthew Thornton Health Plan, Inc.  
MCCI Group Holdings, LLC, c/o MSP Recovery Claims, Series LLC  
MD-Individual Practice Association, Inc.  
Medica HealthCare Plans, Inc.  
Medica Health Plans of Florida, Inc.  
Medical Consultants Management, LLC, c/o MSP Recovery Claims, Series LLC  
Medical IPA of the Palm Beaches, Inc., c/o MSP Recovery Claims, Series LLC  
Medical Mutual  
MVP Health Care  
MVP Health Care Self-Funded Groups  
National Pacific Dental, Inc.  
Neighborhood Health Partnership, Inc.  
Nevada Pacific Dental  
Optimum Choice, Inc.  
Optum360 Services, Inc.  
OptumRx Group Holdings, Inc.

OptumRx, Inc.  
Oxford Health Insurance, Inc.  
Oxford Health Plans (CT), Inc.  
Oxford Health Plans (NJ), Inc.  
Oxford Health Plans (NY), Inc.  
PacifiCare Life Assurance Company  
PacifiCare Life and Health Insurance Company  
PacifiCare of Arizona, Inc.  
PacifiCare of Colorado, Inc.  
PacifiCare of Nevada, Inc.  
Peninsula Heath Care, Inc.  
Peoples Health, Inc.  
Physician Access Urgent Care Group, LLC, c/o MSP Recovery Claims, Series LLC  
Physicians Health Choice of Texas, LLC  
Priority Health Care, Inc.  
Preferred Care Partners, Inc.  
Preferred Medical Plan, Inc., c/o MSP Recovery Claims, Series LLC  
Preferred Primary Care, LLC, c/o MSP Recovery Claims, Series LLC  
Premera Blue Cross  
Premera Blue Cross Self-Funded Groups  
Priority Health  
Priority Heath Self-Funded Groups  
Professional Health Choice, Inc., c/o MSP Recovery Claims, Series LLC  
Risk Watchers, Inc., c/o MSP Recovery Claims, Series LLC  
Rocky Mountain HealthCare Options, Inc.  
Rocky Mountain Health Maintenance Organization, Incorporated  
Rocky Mountain Hospital and Medical Service, Inc.  
Sierra Health and Life Insurance Company, Inc.  
Simply Healthcare Plans, Inc.  
Symphonix Health Insurance, Inc.  
Transatlantic Healthcare, LLC, c/o MSP Recovery Claims, Series LLC  
Trinity Physicians, LLC, c/o MSP Recovery Claims, Series LLC  
Tufts Associated Health Plans, Inc.  
Tufts Associated Health Plans, Inc. Self-Funded Groups  
UHC of California  
UNICARE Health Insurance Company of Texas  
UNICARE Health Insurance Company of the Midwest  
UNICARE Health Plan of Kansas, Inc.  
UNICARE Health Plan of West Virginia, Inc.  
UNICARE Health Plans of Texas, Inc.  
UNICARE Health Plans of the Midwest, Inc.  
Unimerica Life Insurance Company of New York  
Unison Health Plans of Delaware, Inc.  
United HealthCare Services, Inc.  
UnitedHealth Group Incorporated / Optum360 Services, Inc.  
UnitedHealthcare Benefits of Texas, Inc.

UnitedHealthcare Benefits Plan of California  
UnitedHealthcare Community Plan, Inc.  
UnitedHealthcare Community Plan of California, Inc.  
UnitedHealthcare Community Plan of Georgia, Inc.  
UnitedHealthcare Community Plan of Ohio, Inc.  
UnitedHealthcare Community Plan of Texas, Inc.  
UnitedHealthcare Insurance Company  
UnitedHealthcare Insurance Company of Illinois  
UnitedHealthcare Insurance Company of New York  
UnitedHealthcare Insurance Company of the River Valley  
UnitedHealthcare Insurance Designated Activity Company  
UnitedHealthcare Integrated Services, Inc.  
UnitedHealthcare Life Insurance Company  
UnitedHealthcare of Alabama, Inc.  
UnitedHealthcare of Arizona, Inc.  
UnitedHealthcare of Arkansas, Inc.  
UnitedHealthcare of Colorado, Inc.  
UnitedHealthcare of Florida, Inc.  
UnitedHealthcare of Georgia, Inc.  
UnitedHealthcare of Illinois, Inc.  
UnitedHealthcare of Kentucky, Ltd.  
UnitedHealthcare of Louisiana, Inc.  
UnitedHealthcare of Mississippi, Inc.  
UnitedHealthcare of New England, Inc.  
UnitedHealthcare of New Mexico, Inc.  
UnitedHealthcare of New York, Inc.  
UnitedHealthcare of North Carolina, Inc.  
UnitedHealthcare of Ohio, Inc.  
UnitedHealthcare of Oklahoma, Inc.  
UnitedHealthcare of Pennsylvania, Inc.  
UnitedHealthcare of Texas, Inc.  
UnitedHealthcare of the Mid-Atlantic, Inc.  
UnitedHealthcare of the Midlands, Inc.  
UnitedHealthcare of the Midwest, Inc.  
UnitedHealthcare of Utah, Inc.  
UnitedHealthcare of Washington, Inc.  
UnitedHealthcare of Wisconsin, Inc.  
UnitedHealthcare Plan of the River Valley, Inc.  
USABLE Mutual Insurance Company d/b/a Arkansas Blue Cross and Blue Shield  
Verimed IPA, LLC, c/o MSP Recovery Claims, Series LLC  
Vidamax Medical Center (Fictitious name) for St. Jude Medical Group Corp., c/o MSP  
Recovery Claims, Series LLC  
WellCare Health Plans, Inc.  
WellCare Health Plans, Inc. Self-Funded Groups  
Wellmark Blue Cross and Blue Shield  
Wisconsin Collaborative Insurance Company

**2020 EXCLUSIONS (EXCLUDED FROM SETTLEMENT CLASS)**

Blue Cross Blue Shield of South Carolina  
Blue Cross Blue Shield of South Carolina on behalf of its self-funded groups  
ConnectiCare, Inc., c/o MSP Recovery Claims, Series LLC  
Medco Containment Insurance Company of New York  
Medco Containment Life Insurance Company  
Molina Healthcare Inc.  
Molina Healthcare of California  
Molina Healthcare of Florida, Inc.  
Molina Healthcare of Illinois, Inc.  
Molina Healthcare of Kentucky, Inc.  
Molina Healthcare of Michigan, Inc.  
Molina Healthcare of Missouri, Inc.  
Molina Healthcare of Mississippi, Inc.  
Molina Healthcare of New Mexico, Inc.  
Molina Healthcare of New York, Inc.  
Molina Healthcare of Ohio, Inc.  
Molina Healthcare of Puerto Rico, Inc.  
Molina Healthcare of South Carolina, Inc.  
Molina Healthcare of Texas, Inc.  
Molina Healthcare of Utah, Inc.  
Molina Healthcare of Virginia, Inc.  
Molina Healthcare of Washington, Inc.  
Molina Healthcare of Wisconsin, Inc.